

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifty Second Annual General Meeting of the Members of Asquith Bowling & Recreation Club Limited, will be held in the Club Auditorium, 1 Lodge Street, Hornsby, on Sunday 20th October 2024 at 9:30am.

BUSINESS

1. To receive and confirm the Minutes of the 51st Annual General Meeting held on Sunday 22nd October 2023
2. To receive and adopt the Balance Sheet, Profit and Loss Account, and the Report of the Auditor and the Director's Report for the period ended 30th June 2024.
3. To consider and adopt four (4) Ordinary Resolutions
4. To consider and adopt one (1) Special Resolution
5. To transact any business that may be brought forward in accordance with the Club's Constitution.

NB: Any questions of the Balance Sheet, Profit and Loss Account, and the Report of the Auditor and the Director's Report and any questions to be raised in General Business, are asked to be put in writing to the General Manager by 3.00pm, Friday 11th October 2024 to ensure proper investigation and accurate answers can be provided.

MINUTES, FINANCIAL ANNUAL REPORT, ORDINARY RESOLUTIONS & SPECIAL RESOLUTIONS

Minutes of the 51st Annual General Meeting, Financial Annual Report ending 30th June 2024, Ordinary Resolutions & Special Resolutions will be available on the club website from Wednesday 25th September 2024.

Alternatively, a copy of the Minutes and Reports, Ordinary Resolutions and Special Resolutions can be sent by emailed to a financial club member on request to reception@asquithbowlingclub.com.au

WHO CAN ATTEND THE AGM?

All financial members (Bowling and Social) of Asquith Bowling & Recreation Club are entitled to attend the Annual General Meeting on Sunday 20th October 2024, at 9:30am.

Financial Social members are not entitled to vote at the Annual General Meeting as outlined in Clause 22(d) (i) of the Club's Constitution.

Greg Edwards
Chief Executive Officer
For and On Behalf of the Board of Directors
Asquith Bowling & Recreation Club Limited
Dated 10 September 2024

ORDINARY RESOLUTIONS

PROCEDURAL MATTERS IN RELATION TO THE ORDINARY RESOLUTIONS

1. To be passed each Ordinary Resolution must receive votes from not less than half (1/2) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
2. Under the *Registered Clubs Act*, members who are employees of the Club are not entitled to vote. Proxy voting is prohibited by the Registered Clubs Act.
3. Amendments (other than grammatical or other clerical errors or minor typographical corrections which do not change the substance or effect of the special resolutions) will not be permitted from the floor of the meeting.
An ordinary resolution must be passed as a whole and cannot be amended from motions from the floor of the meeting or divided into two or more separate resolutions.
4. The Board of the Club recommend the four (4) Ordinary Resolutions to members.

ORDINARY RESOLUTION No. 1

That pursuant to the Registered Clubs Act:

(a) the members hereby approve the reasonable expenditure by the Club until the next Annual General Meeting of the Club for the following:-

- (i) The reasonable expenditure incurred by Directors in travelling to and from Directors Meetings or other duly constituted Committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure.
- (ii) The reasonable expenditure in the form of a meal and drink for each Director in attendance at Monthly Board meeting or Special Board meeting in the course of their duties.
- (iii) The reasonable expenditure for uniforms for each Director or Officer of the Club who does not possess such items of clothing.
- (iv) The reasonable expenditure of food and refreshments for each Director, Club officers and various guests of the Club who have previously attributed to the service of the Club and their partners at the following Club functions:-
- (vii) The reasonable expenditure for Directors entertaining club volunteers and their partners at a thankyou function, where the Board determines such expenditure is in the interests of the Club.

(b) The Members acknowledge that the benefits in paragraph (c) above are not available to members generally but only for those who are Directors or other Officers of the Club.

ORDINARY RESOLUTION No. 2

(a) That pursuant to Section 10(6) (b) of the Registered Clubs Act, 1976 the Members agree to the payment of the following honoraria for the period until the next Annual General Meeting:-

- (i) Men's Bowls Club \$2,200 per annum

(b) The Members acknowledge that the benefits above are not available to members generally but only for the Men's Bowls Secretary has appointed by the Men's Bowls & supported by the Directors.

ORDINARY RESOLUTION No. 3

(a) That pursuant to Section 10(6) (b) of the Registered Clubs Act, 1976 the Members agree to the payment of the following honoraria for the period until the next Annual General Meeting:-

- (i) Women's Bowls Executive of \$1,400 pa

(b) The Members acknowledge that the benefits above are not available to members generally but only for the Women's Bowls Secretary has appointed by the Women's Bowls & supported by the Directors.

ORDINARY RESOLUTION No. 4

The Board of Directors is authorised to determine at its discretion bonus and differential levels of rewards received by members under any club membership loyalty programs based on certain levels of usage of Club products and services. Any increased levels of rewards must be available to all members who achieve the levels of usage of the products and services.

SPECIAL RESOLUTIONS

PROCEDURAL MATTERS IN RELATION TO THE SPECIAL RESOLUTIONS

1. To be passed, a Special Resolution must receive votes in favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
2. The Special Resolutions should be read in conjunction with the notes which follow the Special Resolutions.
3. **Only Life members (who were previously Bowls members) and financial Bowls members are entitled to vote on the Special Resolutions.**
4. Under the Registered Clubs Act:
 - i. members who are employees of the Club are not entitled to vote.
 - ii. proxy voting is prohibited.
5. Amendments to a Special Resolution (other than minor typographical corrections which do not change the substance or effect of the Special Resolution) will not be permitted from the floor of the meeting.
6. The Board of the Club recommend the Special Resolutions to members.

SPECIAL RESOLUTION

[The Special Resolution is to be read in conjunction with the notes to members set out below.]

That the Constitution of Asquith Bowling and Recreation Club Limited be amended by:

- (a) **inserting** into Rule 5(a) the following new definitions:

*“**Board Appointed Director**” means a person appointed to the Board pursuant to Rule 52(a)(ii), the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 83 of the Constitution.”*

*“**Director Identification Number**” means the number that is referred to by the same words in section 1272C of the Act that a member of the Club must have before that member can be elected or appointed to office as a director of the Club.*

*“**Financial member**” means a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.*

*“**Non-financial member**” means a member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.*

*“**Quarter**” means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.*

- (b) **deleting** from Rule 5(a) the definition of “The Registered Clubs Act” and in its place inserting the following new definition:

*“**The Registered Clubs Act**” means the Registered Clubs Act (NSW) 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.”*

- (c) **deleting** Rule 5(b) and **renumbering** the remaining provisions accordingly.
- (d) **inserting** the following new Rule 5(d):
- Any reference to the payment of a subscription only applies to categories of membership where a subscription is payable.*
- (e) **inserting** the following new Rule 5(e):
- Any reference to a document being sent in writing includes the document being sent by electronic means.*
- (f) Rule 17(a) and **renumbering** Rule 17(b) as Rule 17.
- (g) **inserting** the following new Rules 18(b1) and 18(c1) after rules 18(b) and 18(c) respectively;
- (b1) Dual Bowling members*
- (c1) Non-voting Social members*
- (h) **deleting** rule 21(c) and in its place inserting the following new Rules 21(c) and (d):
- (c) *Bowling members are entitled to:*
- (i) *all the playing and social privileges and advantages of the Club;*
- (ii) *introduce guests to the Club.*
- (d) *Bowling members who have who have been members of the Club for at least 2 years are, in addition to Rule 21(c) entitled to*
- (i) *attend and vote at Annual General Meetings and general meetings of the Club;*
- (ii) *nominate for and be elected to hold office on the Board;*
- (iii) *vote in the election of the Board;*
- (iv) *vote on any special resolution to amend this Constitution;*
- (v) *propose, second, or nominate any eligible member for any office of the Club;*
- (vi) *propose, second or nominate any eligible member for Life membership.*
- (i) **inserting** the following new Rule 21A:
- (a) *Dual bowling members shall mean a member who*
- (i) *is also a bowling member of another registered bowling club (the Parent Club) and*
- (ii) *who nominated that other bowling club as their "Parent Club" with the body responsible for bowls in New South Wales.*
- (b) *Dual Bowling Members are entitled to all privileges and advantages of a Bowling Member except that they are not entitled to the privilege of playing championship and pennant events at the Club.*
- (j) **deleting** Rules 22(c) and (d) and in their place **inserting** the following new Rules 22(c) and (d):
- "(c) *Social members are entitled to:*
- (i) *the social privileges and advantages of the Club as determined by the Board;*
- (ii) *introduce guests to the Club*
- (d) *Social members who have been members of the Club for at least 5 years are, in addition to Rule 22(c) entitled to:*

- (i) *vote at annual general meetings or general meetings of the Club including Special Resolutions to amend this Constitution*
- (ii) *vote in the election of the Board;*
- (iii) *attend and speak at all annual general meetings or general meetings of the Club.*
- (iii) *Nominate for and be elected to hold up to a maximum of 2 positions of ordinary director on the Board."*

(k) **inserting** the following new Rule 22A

Non-voting Social members

- (a) *Non-voting Social members shall be persons who have attained the age of eighteen (18) years and are elected to Non- Social membership of the Club.*
- (b) *Non-voting Social members are entitled to:*
 - (i) *the social privileges and advantages of the Club as determined by the Board;*
 - (ii) *introduce guests to the Club*
- (c) *Non-voting Social members are not entitled*
 - (i) *attend and vote at Annual General Meetings and general meetings of the Club, unless the Registered Clubs Act or Gaming machines Act provides that all ordinary members can vote on a resolution;*
 - (ii) *nominate for and be elected to hold office on the Board;*
 - (iii) *vote in the election of the Board;*
 - (iv) *vote on any special resolution to amend this Constitution;*
 - (v) *propose, second, or nominate any eligible member for any office of the Club;*
 - (vi) *propose, second or nominate any eligible member for Life membership;*

(l) **deleting** Rule 27 and in its place **inserting** the following new Rule 27:

"27. Should a person who is admitted as a Provisional member not be elected to membership of the Club:

- (a) *that person shall cease to be a Provisional member of the Club; and*
- (b) *the joining fee (if any) and subscription submitted with the nomination shall be returned to that person."*

(m) **deleting** Rule 28(a) and in its place **inserting** the following new Rule 28(a):

"(a) Provisional members may be entitled to:

- (i) *Such playing and social privileges and advantages of the Club as the Board may determine from time to time; and*
- (ii) *introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.*

(n) **deleting** the first line of Rule 28(b) and in its place **inserting** the following *"Provisional members are not entitled to:"*

(o) **inserting** new Rule 28A as follows:

"28A. The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club's premises or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining

fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club."

(p) **inserting** at the beginning of Rule 30 the following words "*Subject to any exemptions contained in the Registered Clubs Regulations or any exemptions approved by the relevant regulatory body*".

(q) **deleting** Rule 30(a) and in its place **inserting** the following new Rule 30(a):

"(a) any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution."

(r) **deleting** Rule 31 and in its place **inserting** the following new Rule 31:

"31 (a) Temporary members shall not be required to pay an entrance fee or annual subscription.

(b) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule [insert] on the first day that they enter the Club's premises during that period.

(c) Temporary members are not be entitled to:

- (i) attend or vote at general meetings (including Annual General Meetings) of the Club;*
- (ii) nominate for or be elected to the Board;*
- (iii) vote in the election of the Board;*
- (iv) vote on any special resolution (including a special resolution to amend this Constitution);*
- (v) propose, second or nominate any eligible member for any office of the club; or*
- (vi) propose, second or nominate any eligible member for Life membership.*

(d) Temporary members are entitled to such playing and social privileges of the Club as the Board may determine from time to time and subject to rule [insert] introduce guests into the Club other than a minor in accordance with Rule 50.

(e) The Secretary or senior employee then on duty may terminate the membership of any Temporary member and/or may refuse a person admission to the Club as a Temporary member at any time without notice and without having to provide any reason therefore.

(f) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 30(c).

(g) When a Temporary member (other than a Temporary member admitted pursuant to Rule 30 (c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:

- (i) the name in full or surname and initials of the Temporary member;*
- (ii) the residential address of the Temporary member;*
- (iii) the date on which Temporary membership is granted;*
- (iv) the signature of the Temporary member."*

- (s) **deleting** Rule 32(a) and in its place **inserting** the following new Rule 32(a):
- “(a) *Subject to Rule 32(b), only Life members and financial Bowling members and financial Social members who have been members of the Club for at least five (5) continuous years shall be entitled to attend and vote at any general meeting of the Club.*”
- (t) **deleting** Rule 32(e) and in its place **inserting** the following new Rule 32(e):
- “(e) *No members (other than a Life member) shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless that member is a Financial member.*”
- (u) **deleting** Rules 34(a) and (b) and in their place **inserting** the following new Rules 34(a) and (b):
- “(a) *Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board of the Club may prescribe and shall contain the following particulars:*
- (i) *the full name of the applicant;*
(ii) *the residential address of the applicant;*
(iii) *the date of birth and the age of the applicant;*
(iv) *the email address of the applicant;*
(v) *the telephone number of the applicant;*
(vi) *a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;*
(vii) *the signature of the applicant and in the case a Junior Bowling member the signature of the applicant's parent or guardian; and*
(viii) *such other particulars as may be prescribed by the Board from time to time.*
- (b) *Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:*
- (i) *the joining fee (if any) and the appropriate subscription;*
(ii) *evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.*”
- (v) **deleting** from Rule 34(e) the words “and address”.
- (w) **deleting** the first sentence of Rule 35(a).
- (x) **deleting** the heading above Rule 36 and Rule 36 and in their place **inserting** the following new heading and Rule 36:

“JOINING FEES, SUBSCRIPTIONS AND LEVIES

36. For the purposes of section 30 (2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions and other payments (excluding levies) payable by members of the Club.”

- (y) **deleting** from Rule 37 the words “provided that it is not less than \$2.00 (excluding Goods and Services Tax) or such other minimum prescribed under the Registered Clubs Act.”

(z) **deleting** the first line of Rule 38A and in its place **inserting** the following words
"Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:"

(aa) **deleting** Rule 39 and in its place **inserting** the following new Rule 39:

"39. The Club shall keep the following registers:

(a) A register of persons who are Full members. This register shall set forth in respect of each of those members:

- (i) the name in full;
- (ii) the address;
- (iii) the date on which the entry of the member's name in the register is made;
- (iv) for the purposes of the Registered Clubs Act only, the date on which that member last paid the annual fee for membership of the Club (excluding Life members).

(b) A register of persons who are Honorary members shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This Register shall set forth in respect of each of those members:

- (i) The name in full or the surname and initials; and
- (ii) the address.

(c) A register of persons who are Temporary members other than Temporary members referred to in Rule 30(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

- (i) The name in full or the surname and initials; and
- (ii) the address;
- (iii) the signature of the member.

(d) A register of persons of or over the age of eighteen 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This Register shall set forth in respect of each of those guests:

- (i) The name in full or the surname and initials;
- (ii) the address;
- (iii) the date on which the entry of the guest's name in the register is made;
- (iv) the signature of the member introducing the guest.

(bb) **deleting** Rule 40 and in its place **inserting** the following new Rule 40:

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

40. Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) as soon as practical following the change to their details.

(cc) **deleting** the first line of Rule 41 and in its place **inserting** the following words
"Subject to Rule 42, the Board shall have power to reprimand, fine, suspend for such period as it considers fit, expel or accept the resignation of any member, if that member:"

(dd) **deleting** Rule 42 and in its place **inserting** the following new Rule 42:

"42. The following procedure shall apply to disciplinary proceedings of the Club:

- (a) *A member shall be notified of:*
 - (i) *any charge against the member pursuant to Rule 41; and*
 - (ii) *the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;*
 - (iii) *the date, time and place of the meeting of the Board at which the charge is to be heard.*
- (b) *The member charged shall be notified of the matters in paragraph (a) of this Rule 42 by notice in writing fourteen (14) days before the meeting of the Board at which the charge is to be heard.*
- (c) *The member charged shall be entitled to:*
 - (i) *attend the meeting for the purpose of answering the charge; and*
 - (ii) *submit to the meeting written representations for the purpose of answering the charge;*
 - (iii) *call witnesses provided that:*
 - (1) *if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and*
 - (2) *the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).*
- (d) *If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.*
- (e) *If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.*
- (f) *If the member fails to attend such meeting:*
 - (i) *the charge may be heard and dealt with and the Board may decide on the evidence before it, and*
 - (ii) *The Board may impose any penalties; the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.*
- (g) *After the Board has considered the evidence put before it, the Board may:*
 - (i) *Immediately come to a decision as to the member's guilt in relation to the charge; or*
 - (ii) *Advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.*

- (h) *After the Board has come to a decision as to the member's guilt in relation to the charge it must:*
 - (i) *In the case of a decision under Rule 42(g)(i) of this Rule immediately inform the member of the Board's decision; or*
 - (ii) *In the case of a decision under Rule 42(g)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.*
 - (i) *If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:*
 - (i) *At the meeting or afterwards; and*
 - (ii) *by way of verbal or written submissions or a combination thereof.*
 - (j) *After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.*
 - (k) *No motion by the Board to find that the charge has been established or to reprimand, suspend or expel a member shall be deemed to be passed unless a two-thirds (2/3) majority of the directors present vote in favour of such motion.*
 - (l) *Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.*
 - (m) *The Board may authorize the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.*
 - (n) *The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 42 is not strictly complied with provided that there was no substantive injustice for the member charged.*
 - (o) *No members dealt with in accordance with this Rule shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension or expulsion or by reasons of any act or thing arising therefrom relating thereto."*
- (ee) **deleting** Rule 47(a)(iii) and in its place **inserting** the following new Rule 47(a)(iii):
- "(iii) *whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act, the terms of a liquor accord and any other applicable law."*
- (ff) **deleting** Rule 47(a)(vi) and in its place **inserting** the following new Rule 47(a)(vi):
- "(vi) *who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant."*
- (gg) **inserting** the following new heading and Rule 47A:

"ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

- 47A. (a) *If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of*

the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

(b) In respect of any suspension pursuant to Rule 47A(a), the membership of Rule 47 shall not apply.

(c) If the Secretary (or his or her delegate) exercises the power pursuant to Rule 47A(a), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:

- (i) The member has been suspended as a member of the Club; and*
- (ii) The period of suspension;*
- (iii) The privileges of membership which have been suspended; and*
- (iv) If the member wishes to do so, the member may request by notice in writing sent to the Secretary, the matter be dealt with by the Board pursuant to Rule 47.*

(d) If a member submits a request under Rule 47A(c)(iv):

- (i) The member shall remain suspended until such time as the charge is heard and determined by the Board; and*
- (ii) The Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 47;*
- (iii) The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).*
- (e) This Rule 47A applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 47(a) of this Constitution and the powers contained in section 77 of the Liquor Act."*

(hh) deleting Rule 48 and in its place inserting the following new Rule 48:

"48. (a) A member may resign from his or her membership of the Club by either:

- (i) giving notice in writing to the Secretary; or**
- (ii) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.**

(b) Any resignation pursuant to this Rule will take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

(c) Any person who has not paid his or her joining fee, subscription, levy or other payment:

- (i) By the due date shall cease to be entitled to the privileges of membership of the Club; and**
- (ii) Within one (1) month after the due date shall cease to be a member of the Club.**

(d) Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

(e) In the event of the death of a member the Board may in its discretion elect to refund any membership fee for the current year, or any part thereof, to the estate of the deceased member."

- (ii) **deleting** Rules 49(b) and (c) and in their place **inserting** the following new Rules 49(b) and (c):

“(b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 39.

(c) No member shall introduce any person as a guest:

- (i) who has been expelled from the Club pursuant to Rule 42;*
- (ii) whose membership is then suspended pursuant to Rule 43;*
- (iii) who is then refused admission to or being turned out of the Club pursuant to Rule 47.”*

- (jj) **deleting** Rule 52(a)(i) and in its place **inserting** the following new Rules 52(a)(i) and (ii) and renumbering Rule 52(a)(ii) and 52(a)(iii):

“(i) Up to the Annual General Meeting of the Club held in 2025, Seven (7) Directors comprising of a President, a Senior Deputy Chairperson, a Deputy Chairperson, and four (4) Ordinary Directors to be elected by the members or appointed by the Board to fill casual vacancies in accordance with this Constitution; and

(ii) As and from the 2025 Annual General Meeting, and for the purposes of the election held in that year, Seven (7) Directors comprising of a President, a Vice President, and five (five) Ordinary Directors to be elected by the members or appointed by the Board to fill casual vacancies in accordance with this Constitution; ”

- (kk) **deleting** Rule 52(c) ad in its place **inserting** the following new Rule 52(c):

“(c) As and from the Biennial General Meeting of the Club to be held in 2017 a member shall not be able to hold any position of Director including the positions of President and Vice President for more than five (5) consecutive terms of 2 years each being an uninterrupted period of ten (10) years.”

- (ll) **deleting** Rule 53 and in its place **inserting** the following new Rule 53:

“52. Subject to Rule 54, only

(a) Life members,

(b) financial Bowling members who have been financial members for a period of at least two(2) continuous years , and

(c) financial Social members who have been financial members for a period of at least five (5) continuous years,

shall be entitled to stand for and be elected or appointed to the Board provided that

(d) Social members shall only be entitled to be elected to the position of ordinary director;

(e) no more than 2 positions of ordinary director shall be held by Social members at any one time; and

(f) a member who has been suspended by the Board or the disciplinary sub-committee is not eligible to be elected or appointed to the Board until 2 years has passed since their suspension ended.”

- (mm) **inserting** new Rules 55(e) and (f) and **renumbering** the remaining provisions accordingly:

“(e) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.

“(f) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly. The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board. A nomination can be withdrawn:

- (i) By the nominee at any time prior to the commencement of voting; and*
- (ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.”*

(nn) **deleting** renumbered Rule 55(j) and in its place **inserting** the following new Rule 55(j):

“(j) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 83. If there shall be more nominations than the required number to fill a position or positions an election by secret ballot shall take place at the Biennial General Meeting in respect of that position or positions but if there be only the requisite number who nominate at the Biennial General Meeting the Board shall declare those nominees as duly elected.”

(oo) **deleting** Rule 55(m) and inserting the following new Rule:

*If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule **Error! Reference source not found.** the order of seniority of shall be:*

- (i) Firstly - President*
- (ii) Secondly - Vice Chairperson*
- (iii) Thirdly - Ordinary Director.*
- (iv)*

(pp) **inserting** new Rules 55(bb) as follows:

“(bb) The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 55 is not strictly complied with provided there is no substantive injustice for any candidates.

(qq) **inserting** new Rule 58(g) and **renumbering** the remaining provisions accordingly:

“(g) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.”

(rr) **deleting** the word “Chairperson” where it appears in Rules 59(c), 64 and 66 and in its place **inserting** the word “President”.

(ss) **deleting** Rule 62 and in its place **inserting** the following new Rule 62:

“62. The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business.”

(tt) **deleting** Rule 64 and in its place inserting the following new Rule 64:

The President shall preside as chairperson at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall

preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number to preside as Chairperson of the meeting.

- (uu) **inserting** the following new Rule 70(c) and **renumbering** the remaining provision accordingly:

“(c) In addition to paragraph (a), a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

- (vv) **deleting** the heading above Rule 73 and Rules 73 to 80 and in their place **inserting** the following new heading and Rules 73 to 80:

“MATERIAL PERSONAL INTERESTS OF DIRECTORS

73. (a) *Any director who has a material personal interest in a matter that relates of the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:*

- (i) Declare the nature of the interest at a meeting of the Board; and*
- (ii) comply with Rule 73(b).*

(b) *Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the directors of the Club:*

- (i) Must not vote on the matter; and*
- (ii) Must not be present while the matter is being considered at the meeting.*

REGISTERED CLUBS ACCOUNTABILITY CODE

74. (a) *The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 74. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 74, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.*

(b) *For the purposes of Rules 74 to 80G, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Accountability provisions.*

CONTRACTS WITH TOP EXECUTIVES

75 *The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:*

- (a) the top executive’s terms of employment; and*
- (b) the roles and responsibilities of the top executive;*
- (c) the remuneration (including fees for service) of the top executive;*

(d) *the termination of the top executive's employment.*

76 *Contracts of employment with top executives:*

(a) *Will not have any effect until approved by the Board; and*

(b) *Must be reviewed by an independent and qualified adviser before they can be approved by the Board.*

CONTRACTS WITH DIRECTORS AND TOP EXECUTIVES

77 *Subject to any restrictions contained in the Registered Clubs Act and Rule 74(g), the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.*

78 *A "pecuniary interest" in a company for the purposes of Rule 77 does not include any interest exempted by the Registered Clubs Act.*

CONTRACTS WITH SECRETARY AND MANAGERS

79 *Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:*

(ai) *The Secretary or a manager; or*

(b) *Any close relative of the Secretary or a manager.*

(c) *Any company or other body in which the Secretary or a manager has a close relative of the Secretary or a manager has a controlling interest.*

LOANS TO DIRECTORS AND EMPLOYEES

80 *The Club must not:*

(a) *Lend money to a director of the Club; and*

(b) *Unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.*

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

80A *A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.*

80B *If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.*

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

- 80C *A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:*
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and*
 - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;*
 - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;*
 - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.*
- 80D *The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 74.*

TRAINING DISCLOSURES

- 80E *The Club must make available to members:*
- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and*
 - (b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.*
- 80F *The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*

PROVISION OF INFORMATION TO MEMBERS

- 80G *The Club must:*
- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and*
 - (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.*
- (ww) **deleting** Rules 82 and 83 and in their place **inserting** the following new Rules 82, 82A and 83:

"82. The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) dies;
- (b) becomes insolvent under administration;
- (c) is disqualified for any reason referred to in Section 206B of the Act.
- (d) fails to complete the mandatory training requirements for directors referred to in Rule 54A within the prescribed period (unless exempted).
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (f) is absent from meetings of the Board for a continuous period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence.
- (g) by notice in writing resigns from office as a director.
- (h) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
- (i) ceases to be a member of the Club.
- (j) becomes an employee of the Club.
- (k) was not eligible to stand for or be elected or appointed to the Board.
- (l) ceases to hold the necessary qualifications to be elected or appointed to the Board.
- (m) Is convicted of an indictable offence (unless no conviction is recorded).
- (n) is not a Financial member of the Club.
- (o) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months.
- (p) is removed from office as a director in accordance with the Act and this Constitution.
- (q) does not hold a Director Identification Number (unless exempted from doing so).

82A. *The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.*

83. *The Board may appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Biennial General Meeting."*

(xx) **deleting** Rule 85(b)(ii).

(yy) **deleting** Rule 95 and **inserting** the following new Rule:

The President shall be entitled to take the Chair at every general meeting. If the President is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the members of the Board shall elect a Director to be Chairperson of the meeting. In the event that no Director being present at the meeting the members present and entitled to vote shall elect one of their number to preside as chairperson of the meeting.

(zz) **inserting** new Rules 97A to 97D as follows:

"97A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

97B. *The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.*

97C. *The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.*

97D. *If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail."*

(aaa) **deleting** from Rule 101(d) the words "forty-eight (48) hours" and in their place **inserting** the words "seven (7) days".

(bbb) **deleting** Rules 108 and 109 and in their place **inserting** the following new Rules 108 to 109B inclusive:

"108. Without limiting the provisions of the Corporations Act, a notice may be given by the Club to any member either:

- (a) Personally;*
- (b) By sending it by post to the address of the member;*
- (c) by sending it to the electronic address of the member;*
- (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.*

109. Where a notice is sent to a member in accordance with Rule 108(a), the notice is deemed to be received on the day it is given to the member.

109A. Where a notice is sent to a member in accordance with Rules 108(b) and 108(c), the notice shall be deemed to have been received by the member on the day following that on which the notice was sent.

109B. Where a notice is sent to a member in accordance with Rule 108(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice."

(ccc) **deleting** Rule 113 and in its place **inserting** the following new Rule 113:

"113. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members financial Full members and financial Bowling members shall be the only members eligible to vote on any Special Resolution to amend this Constitution."

(ddd) **Inserting** the following new heading and Rules 116 and 117 and **renumbering** the remaining Rule accordingly:

"116. In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but it is not required to):

- (a) Distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or*
- (b) Hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;*
- (c) Allow a person entitled to vote at a meeting of the Club, the board, or a committee of the Club to vote in person or by electronic means.*

117. *If there is any inconsistency between Rule 116 and any other provision of this Constitution, Rule 116 shall prevail to the extent of that inconsistency."*

- (eee) **BY** making such other consequential amendments necessary to give effect to this Special Resolution including ensuring that the accuracy of all Rule numbers and cross referencing of Rules and paragraphs in the Constitution.

Notes to Members on Special Resolution

1. The Special Resolution proposes a series of amendments to the Club's Constitution to bring it into line with best practice and the requirements of the Corporations Act, Liquor Act and Registered Clubs Act (RCA).
2. Paragraphs **(a)**, **(b)** and **(c)** insert new definitions into the Constitution and amend an existing definition.
3. Paragraphs **(d)** and **(e)** introduce new interpretation clauses.
4. Paragraph **(f)** removes reference to a deleted Rule.
5. Paragraphs **(g)** to **(k)** amend the categories of Full membership of the Club and the rights of membership.
6. First, Bowling members will need to be members of the Club for at least two years before they can
 - (a) attend and vote at all meetings and on all resolutions, including special resolutions to amend the Constitution; and
 - (b) stand for and be elected to the Board.
7. Second, they introduce into the Constitution the category of Dual Bowling Member. This category has existed at the Club for some time and is for those Bowling members who are Bowling members of another club and nominate that other bowling club as their home club for the purposes of their Bowls registration in New South Wales.
8. Dual Bowling members, as is currently the case, have the rights of all Bowling members apart from the right to participate in pennants and championship.
9. Third, it will change the rights of the Social members so that Social members who have been members of the Club for at least five (5) years will have the ability to
 - (a) attend and vote at all meetings and on all resolutions, including special resolutions to amend the Constitution; and
 - (b) stand for and be elected to the Board.
10. Currently, the number of Bowling members of the Club is [insert] and the number of Social members is [insert]. This represents Social members comprising [insert] percentage of members of the Club. Having regard to this, the Board is keen to broaden the eligibility requirements for full participation in the Club by way of being able to vote on resolutions, attend meetings and stand for and be elected to the Board.
11. However, as a requirement for Social members, only Social members who have been members of the Club for at least five (5) years will have these rights.
12. Fourth, the Special Resolution proposes to create a new category of non-voting Social membership.

13. This will be a different form of Social membership, where members who do not wish to pay an annual subscription can still join the Club but will have no voting rights.
14. Paragraphs **(k)**, **(m)**, **(n)** and **(o)** relate to Provisional membership including removing the 6 week time limit on a person's application for Provisional membership.
15. Paragraphs **(p)**, **(q)** and **(r)** relate to changes to Temporary membership to bring the Constitution into line with the RCA.
16. Paragraphs **(s)** and **(t)** update rules in relation to voting to reflect the earlier amendments.
17. Paragraphs **(u)** to **(w)** update rules in relation to applications for membership of the Club to reflect the Registered Clubs Act and current practice.
18. Paragraphs **(x)** and **(y)** amend the provision dealing with member subscriptions to remove the requirement to charge an annual subscription fee of no less than a minimum of \$2.00. This requirement has recently been removed from the RCA.
19. Paragraph **(z)** clarifies that Non-Financial members are not entitled to the privileges of membership whilst they remain Non-Financial.
20. Paragraph **(aa)** updates the requirement of the Club to keep a register of members to align with the Registered Clubs Act.
21. Paragraph **(bb)** clarifies that members must notify the Club of changes to their contact details.
22. Paragraphs **(cc)** and **(dd)** amend existing provisions relating to disciplinary matters to bring the Constitution into line with best practice.
23. Paragraphs **(ee)** and **(ff)** amend existing provisions relating to the removal of persons from the Club's premises to bring the Constitution into line with the Liquor Act.
24. Paragraph **(gg)** inserts a new Rule 47A which gives the Secretary the power to issue a suspension of membership for a period of up to 12 months if the Secretary is of the view that a member has engaged in conduct unbecoming of a member or conduct that is prejudicial to the interests of the Club. However, the member concerned has the right to request that the matter be referred to the Board to be dealt with in the usual way at a disciplinary hearing.
25. Paragraph **(hh)** amends existing provisions relating to resignation from membership to bring the Constitution into line with best practice.
26. Paragraph **(ii)** amends existing provisions in relation to Guests.
27. Paragraphs **(jj)**, **(kk)** **(oo)**, **(tt)** and **(yy)** update the rules in relation to positions on the Board so that the Board will comprise a President, Vice President and 5 Ordinary directors. These changes will commence from the 2025 elections and Annual General Meeting .
28. Paragraph **(kk)** will also introduce a new requirement that a member who has been suspended from membership by the Board or the Disciplinary Sub Committee of the Board will not be eligible to be a director until 2 years has passed from the end of the suspension.
29. Paragraph **(ll)** updates rules in relation to eligibility to be elected to reflect the changes set out above.
30. Paragraphs **(mm)** to **(pp)** are proposed amendments to the election of the Board to reflect current best practice.

31. In particular, the amendments provide that if there are any vacancies at the close of nominations, those vacancies will be casual vacancies to be filled by the Board after the biennial general meeting, as opposed to be filled from the floor of the meeting.
32. Paragraphs **(qq)** updates rules in relation to powers of the Board.
33. Paragraph **(rr)** replaces the word "*Chairperson*" and in its place inserts the word "*President*".
34. Paragraph **(ss)** amends the provision relating to Board meetings to bring the Constitution into line with the Corporations Act and Registered Clubs Act by allowing for electronic meetings to occur. It also amends the existing Rule to allow the Board to meet whenever required but at least once every 3 months. This reflects a recent change to the RCA which removed the requirement for the board of a club to meet at least once a month and replaced it with a requirement to meet at least once every 3 months.
35. Paragraph **(tt)** clarifies that the Board can pass board resolutions by way of email. This is permitted by the Corporations Act.
36. Paragraph **(vv)** amend existing provisions relating to corporate governance and accountability to bring the Constitution into line with the Registered Clubs Act and adopt the provisions of the Accountability Code which applies to all registered clubs and is set out in Schedule 2 of the Registered Clubs Regulation.
37. Paragraph **(ww)** inserts new grounds upon which a casual vacancy on the Board of the Club will arise.
38. Paragraph **(xx)** amends Rule 85(b) which deals with members right to call on the Board to convene a general meeting of the Club so that the rule will comply with the Corporations Act which now requires 5% of the voting membership to sign a request for a general meeting removing the 50 member rule.
39. Paragraph **(yy)** inserts new Rules 97A to 97D inclusive relating to general meetings (including annual general meetings) including giving the Board the power to cancel or postpone a meeting except one called at the request of members to bring the Constitution into line with the Corporations Act.
40. Paragraph **(aaa)** amends Rule 101(d) which relates to the reporting requirements of the Club to reflect the requirements of the Act, clarifying that the Board must make the financial statements referred to paragraph (d) available to members of the Club within seven (7) days of the statements being adopted by the Board (as opposed to within 48 hours).
41. Paragraph **(bbb)** amends existing provisions regarding notices to members to bring the Constitution into line with the Corporations Act.
42. Paragraph **(ccc)** proposes an amendment to the Rules in relation to eligibility to vote on special resolutions to reflect the changes set out above.
43. Paragraph **(ddd)** inserts new Rules 116 and 117 which reflect recent changes to the RCA including allowing the Club to send Notice of a general meeting and documents relating to a meeting electronically.
44. Paragraph **(eee)** permits any necessary amendments to be made to address any anomaly in Rule numbering and cross referencing throughout the Constitution.

Procedural matters

45. Amendments to the Special Resolution will not be permitted from the floor of the meeting other than for minor typographical or clerical corrections which do not change the substance or effect of the Special Resolution.

46. To be passed, the Special Resolution requires votes from not less than three quarters of those members who being eligible to do so, vote in person on the Special Resolution at the Annual General Meeting.
47. Under the Club's Constitution only Life members and Bowls members are eligible to vote on the Special Resolution.
48. Under the *Registered Clubs Act* proxy voting is prohibited and members who are employees of the Club are ineligible to vote.
49. The Board of the Club recommends that members vote in favour of the Special Resolution as it will keep the Club's Constitution current with relevant legislation affecting clubs.

Dated: 10 Sept 2024

By direction of the Board



Greg Edwards
General Manager